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11	UNITED STATES DISTRICT COURT NORTHERN DISTRICT OF CALIFORNIA SAN FRANCISCO DIVISION	
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14	FEDERAL TRADE COMMISSION,	CASE NO. 3:23-cv-2880
15	Plaintiff,	DECLARATION OF MICHAEL D.
16	Timitini,	BONANNO IN SUPPORT OF NVIDIA CORPORATION'S STATEMENT IN
17	vs.	SUPPORT OF SEALING REGARDING
18	MICROSOFT CORP.	THE DIRECT TESTIMONY OF ROBIN S. LEE, PHD
19	and	
20	ACTIVISION BLIZZARD, INC.,	The Honorable Jacqueline Scott Corley
21	Defendants.	
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DECLARATION OF MICHAEL D. BONANNO IN SUPPORT OF NVIDIA CORPORATION'S STATEMENT IN SUPPORT OF SEALING REGARDING THE DIRECT TESTIMONY OF ROBIN S. LEE, PHD

Declaration of Michael D. Bonanno

I, Michael D. Bonanno, declare as follows:

- 1. I am an attorney licensed to practice in the District of Columbia and my *pro hac vice* motion is currently pending before this Court (ECF 214). I am a partner of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), counsel for NVIDIA Corporation ("NVIDIA") in the above-captioned matter . I have personal knowledge of the facts set forth in this declaration, and, if called as a witness, I would testify competently to those matters.
- 2. Pursuant to Local Rule 79-5, I submit this declaration in support of NVIDIA's statement in support of sealing portions of the Direct Testimony of Robin S. Lee, PhD (the "Lee Testimony").
- 3. NVIDIA seeks to seal Footnote 158, located on Page 71 of the Lee Testimony, which directly quote from a portion of a declaration submitted to the FTC by one NVIDIA executive during the FTC's investigation of Microsoft acquisition of Activision (PX8000). (ECF 161-1 ¶ 16). NVIDIA also seeks for the courtroom to be sealed during presentation of this portion of the testimony. NVIDIA previously filed a statement (ECF 161) and declaration (161-1) in support of sealing portions of PX8000. As reflected in the June 21, 2023 declaration of Aashish Patel, the portion of PX8000 quoted in Footnote 158 of the Lee Testimony contains sensitive business information concerning NVIDIA's cloud gaming business, GeForce NOW, including NVIDIA's negotiations with a potential business partner. (ECF 161-1 ¶ 16).
- 4. NVIDIA also seeks to seal a portion of Paragraph 205 and its accompanying Footnote 169 on Page 73 of the Lee Testimony, which directly quote from a portion of a deposition transcript of the same NVIDIA executive taken during the FTC's investigation of Microsoft's acquisition of Activision (PX7060). (ECF 161-1 ¶ 15). NVIDIA also seeks for the courtroom to be sealed during presentation of this portion of the testimony. NVIDIA previously filed a statement (ECF 161) and declaration (161-1) in support of sealing portions of PX7060. As reflected in the June 21, 2023 declaration of Aashish Patel, the portion of PX7060 quoted in Paragraph 205 and cited in Footnote 169 of the Lee Testimony describes sensitive business information concerning NVIDIA's cloud gaming business, including information about NVIDIA's data centers. (ECF 161-1 ¶ 15).

- 5. As stated in the June 21, 2023 declaration of Aashish Patel, information about NVIDIA's business negotiations, strategy, and internal operations is highly confidential. (ECF 161-1¶31). NVIDIA keeps this information secret. (*Id.*). Information about GeForce NOW strategy are not shared outside of NVIDIA. (*Id.*). Information regarding plans for launching games on GeForce NOW may be shared with publishers and other business partners, but only under non-disclosure agreements. Information about licensing agreements is not shared outside of NVIDIA, other than with the other party to the licensing agreement. (*Id.*).
- 6. As further stated in the June 21, 2023 declaration of Aashish Patel, NVIDIA would be harmed by public disclosure of this highly confidential information. (ECF 161-1 ¶ 32). The market for streaming video games is competitive and rapidly growing, with several existing competitors and many potential participants. (*Id.*). Both current and potential competitors could use the highly confidential information, which reveals NVIDIA's business performance, strategy, and business decision-making to gain an unfair advantage in the marketplace. (*Id.*).
- 7. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that this declaration was executed on June 26, 2023 in Washington, DC.

DATED: June 26, 2023

By /s/Michael D. Bonanno

MICHAEL D. BONANNO